

David Kahan, P.A.
ATTORNEYS AT LAW

3696 N. Federal Highway • Suite 101
Fort Lauderdale, Florida 33308
Telephone: (954) 568-1520
Facsimile: (954) 568-1049
E-Mail: dkahan@earthlink.com

P98000005345

March 15, 2001

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Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Amendment to Articles of Incorporation of Group Direct, Inc.

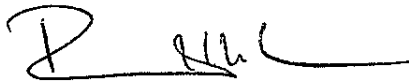
Ladies/Gentlemen:

Enclosed please find an original and one photocopy of the Articles of Amendment to Articles of Incorporation of Group Direct, Inc. for filing with the Secretary of State, together with a check in the amount of \$43.75, representing the fee for filing and obtaining a certified copy of said Articles.

In the event you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

DAVID KAHAN, P.A.



David Kahan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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* Cert copy
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DAVID KAHAN, P.A.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GROUP DIRECT, INC.**

The following provision of the Articles of Incorporation of **GROUP DIRECT, INC.**, a Florida corporation ("Corporation"), filed with the Department of State on January 16, 1998, Charter Number P98000005345, be, and it is hereby, amended as shown below:


Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

The name of the Corporation is Xtology, Inc. (the "Corporation").

The foregoing amendment was adopted and approved by the sole Director of this Corporation and by the shareholders of this Corporation. The number of votes cast by the shareholders was sufficient for approval of the foregoing amendment. The foregoing amendment is adopted effective as of March 14th, 2001.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment this 14th day of March, 2001.

By: 
James E. Brady, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA